

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

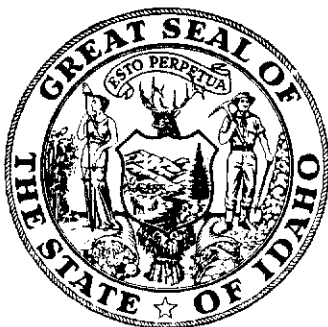
SPEEGLE-LEAVITT INSURANCE AGENCY, INC.

File number C 119382

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: May 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

Speegle-Leavitt Insurance Agency, Inc.
Articles of Incorporation

Article I
Corporate Name

The name of this corporation shall be Speegle-Leavitt Insurance Agency, Inc.

Article II
Duration

This corporation is organized under Idaho law and shall exist perpetually unless sooner dissolved according to law.

Article III
Principal Place Of Business

The principal place of business of this corporation shall be at 5440 Franklin Road, Suite 107, Boise, Idaho 83705 until changed by action of the directors; however, the corporation may engage in business at any location.

Article IV
Purpose

The business of this corporation as a private corporation shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho. Such business shall include acting as an insurance agent or broker and, as such, selling and servicing insurance to the public. The corporation shall have all powers conferred upon corporations by the laws of the State of Idaho.

Article V
Authorized Stock

The authorized stock of this corporation shall consist of one thousand (1,000) shares of common stock having no par value. Each issued share shall be entitled to one vote upon all matters submitted to the corporation's shareholders for vote. Any unissued shares of this corporation may be issued, allotted, and sold from time-to-time in such amounts and for such consideration as may be lawfully determined by the Board of Directors, subject to the preemptive rights of the shareholders. The shares of this corporation shall be non-assessable.

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
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CK # 409 CUST# 77319
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**Article VI
Dividends**

The earnings of this corporation available under the laws of the State of Idaho for distribution as dividends shall be distributed to the shareholders at such times and in such amounts as the Board of Directors may determine.

**Article VII
Board of Directors**

The number of directors constituting the initial board of directors shall be five (5). The names and addresses of the person who are to serve as directors until the first annual meeting of shareholders or until their successors are duly elected and qualified are as follows:

NAME	ADDRESS
Dane O. Leavitt	216 S. 200 West, Cedar City, Utah 84720
Eric O. Leavitt	446 E. 500 South, Suite 200, Salt Lake City, Utah 84111
Dwayne A. Speegle	2295 Deer Point Road, Eagle, Idaho 83616

**Article VIII
By-Laws**

The Board of Directors shall enact by-laws for the conduct, regulation, and management of the affairs of the corporation, subject to the right of the shareholders at any general meeting or at a special meeting thereof, called and held for that purpose, to alter, amend, revise, or repeal the same.

**Article IX
Registered Office and Agent**

The initial registered office of this corporation shall be located at 5440 Franklin Road, Suite 107, Boise, Idaho 83705, and the name of this corporation's initial registered agent at such address shall be Dwayne A. Speegle. By signing below, Mr. Speegle accepts the appointment as registered agent of the corporation.


Dwayne A. Speegle

Date: 5/5/97

Article X

Directors' Contracts

Except as otherwise provided by under Idaho law, no contract, act, or transaction of this corporation with any person, firm, corporation, partnership, or association shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction or in any way connected with such persons, firms, corporations, partnerships, or associations. Each person who shall become a director of this corporation is hereby released from liability that might otherwise exist from contracting with the corporation for the benefit of himself or herself or any firm, corporation, partnership, or association in which he or she may in any wise be interested.

Article XI

Power to Sell Assets

In carrying on the business of the corporation, the Board of Directors is hereby authorized and empowered to sell, exchange, mortgage, bond, or otherwise dispose of, deal with, and encumber any and all of the real or personal property of this corporation upon such terms and conditions as the Board of Directors may deem just and proper and in the best interests of this corporation without prior authorization or subsequent confirmation by vote of the shareholders.

Article XII

Liability of Shareholders

Pursuant to Idaho law, the shareholders shall not be personally liable or responsible for the debts or obligations of the corporation.

Article XIII

Amendments

These Articles of Incorporation may be amended in any respect conforming to law by a majority vote of the issued and outstanding common capital stock of the corporation at any meeting of the shareholders, upon proper notice, whether such meeting is annual or special.

Article XIV

Name of Incorporator

The names and address of the incorporator of this corporation is:

NAME

Dwayne A. Speegle

ADDRESS

5440 Franklin Road, Suite 107, Boise, Idaho 83705

In Witness Whereof, these Articles of Incorporation are executed by the incorporator of Speegle-Leavitt Insurance Agency, Inc., on the date set forth below.

Speegle-Leavitt Insurance Agency, Inc.

Dwayne A. Speegle
Dwayne A. Speegle, Incorporator

Date: 5-5-97